

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF NEBRASKA**

In re:)	Chapter 11
)	
SPECIALTY RETAIL SHOPS HOLDING CORP., <i>et al.</i> , ¹)	Case No. 19-80064-TLS
)	
Debtors.)	(Jointly Administered)
)	

**ORDER ON DEBTORS' MOTION
FOR ENTRY OF A SCHEDULING ORDER SETTING THE PROCEDURE
TO HEAR AND DETERMINE THE VALIDITY OF ADMINISTRATIVE CLAIMS**

Upon the motion (the "Motion")² of the above-captioned debtors and debtors in possession (collectively, the "Debtors") for entry of an order (this "Order"): (a) setting a schedule to hear and determine the validity of certain asserted administrative claims (the "Administrative Claims", and the holders thereof, the "Administrative Claimants") and (b) granting related relief, all as more fully set forth in the Motion; and this Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and this Court having found that this is a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and that this Court may enter a final order consistent with Article III of the United States Constitution; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that the relief requested in the Motion is in the best interests of the Debtors' estates, their creditors, and other parties in interest; and this Court having reviewed the Motion; and this Court

¹ The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are: Specialty Retail Shops Holding Corp. (0029); Pamida Stores Operating Co., LLC (6157); Pamida Transportation, LLC (4219); Penn-Daniels, LLC (0040); Place's Associates' Expansion, LLC (7526); Retained R/E SPE, LLC (6679); Shopko Finance, LLC (1152); Shopko Gift Card Co., LLC (2161); ShopKo Holding Company, LLC (0171); ShopKo Institutional Care Services Co., LLC (7112); ShopKo Optical Manufacturing, LLC (6346); ShopKo Properties, LLC (0865); ShopKo Stores Operating Co., LLC (6109); SVS Trucking, LLC (0592). The location of the Debtors' service address is: 700 Pilgrim Way, Green Bay, Wisconsin 54304.

² Capitalized terms used but not otherwise defined herein have the meanings ascribed to them in the Motion.

having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before this Court; and after due deliberation and sufficient cause appearing therefor, it is **HEREBY ORDERED THAT:**

1. To the extent specified, the Administrative Claims set forth in **Exhibit A** attached hereto are no longer subject to dispute and have either been satisfied, or will be satisfied pursuant to the agreement between the parties, the *Third Amended Joint Chapter 11 Plan of Specialty Retail Shops Holding Corp. and Its Debtor Affiliates* [Docket No. 1495] (the “Plan”), or the order confirming the Plan [Docket No. 1557], as applicable.

2. The schedule set forth in the *Stipulation Between the Debtors and McKesson Corporation for an Agreed Schedule Regarding McKesson Corporation’s Asserted Administrative Claims* [Docket No. 1623] is approved and adopted herein.

3. The Administrative Claims set forth in **Exhibit B** shall be subject to the following schedule.

a. **July 1, 2019:** the deadline for creditors to meet, confer and agree on terms of unified reply/replies to Debtors’ objection to the Initial Legal Issues³ (individual creditors may opt out of unified reply).

b. **July 15, 2019:** the deadline for creditors to file unified reply/replies to the Initial Legal Issues (and any individual reply).

³ The Initial Legal Issues are: (a) whether parties are entitled to immediate payment of allowed administrative-expense claims other than as set forth in the Confirmation Order; (b) whether landlords are entitled to administrative-expense claim for stub rent; (c) whether landlords are entitled to administrative-expense claim for the prorated portion of base rent or additional rent items (e.g. taxes, utilities, etc.) billed or payable post rejection but attributable to the post-petition/pre-rejection period; and (d) whether landlords are entitled to administrative-expense claims for additional rent items attributable to the prepetition period that become due or payable post rejection.

c. **July 20, 2019:** the deadline by which all parties must submit affidavit evidence related to the Initial Legal Issues (if any).

d. **August 6, 2019 at 9:00 a.m. prevailing Central Time:** hearing/trial on Initial Legal Issues (the “Initial Hearing”).

e. Fourteen days⁴ after this Court makes a ruling on the Initial Legal Issues (“Initial Decision”):⁵ deadline all parties to submit supplemental briefing (if any) for factual disputes to the extent not mooted by and related to the hearing on the Initial Legal Issues and the Debtors and applicable parties are unable to reconcile amounts.

f. Nineteen days following the Initial Decision: deadline for all parties to submit affidavit evidence (if any) for factual disputes to the extent not mooted by and related to the hearing on the Initial Legal Issues and the Debtors and applicable parties are unable to reconcile amounts.

g. On or around twenty-one days following the Initial Decision: hearing/trial on landlord factual disputes to the extent not mooted by the hearing on the Initial Legal Issues and applicable parties are unable to reconcile amounts.

h. Twenty-seven days following the Initial Decision: deadline for creditors to file replies regarding the Remaining Legal Issues.⁶

⁴ If any date specified herein is not a business day, the date for performance shall be the next succeeding date that is a business day.

⁵ All of the dates and deadlines following the Initial Hearing are subject to adjustment in the discretion of this Court.

⁶ The Remaining Legal Issues include: (a) repair/maintenance obligations are not administrative; (b) goods not received are not administrative; (c) rejection damages are not administrative (cleanup costs, attorney fees, etc.); and (d) any other legal disputes other than those with McKesson Corporation.

i. Thirty-two days following the Initial Decision: deadline by which all parties must submit affidavit evidence (if any) regarding Remaining Legal Issues.

j. On or around thirty-five days following the Initial Decision: hearing/trial on the Remaining Legal Issues (the “Remaining Legal Issues Hearing”).

k. Fourteen days following the Remaining Legal Issues Hearing: deadline for all parties to submit supplemental briefing (if any) for factual disputes to the extent not mooted by and related to the hearing on the Remaining Legal Issues and the Debtors and applicable parties are unable to reconcile amounts.

l. Twenty-one days following the Remaining Legal Issues Hearing: deadline to meet and confer for the applicable parties. To the extent it is necessary to adjust scheduling, the parties shall file a supplemental schedule by this time.

m. Twenty-eight days following the Remaining Legal Issues Hearing: deadline to submit affidavit evidence (if any) for factual disputes to the extent not mooted by and related to the hearing on the Remaining Legal Issues and the Debtors and applicable parties are unable to reconcile amounts.

n. Thirty-five days following the Remaining Legal Issues Hearing: hearing/trial of factual disputes relating to the Remaining Legal Issues to the extent not mooted by and related to the hearing on the Remaining Legal Issues and the parties are unable to reconcile amounts.

4. This Order shall be binding on the Administrative Claimants, the Debtors, the Reorganized Debtors, the Plan Administrator, and each of their successors and assigns.

5. Notice of the Motion as provided therein shall be deemed good and sufficient notice of such Motion and the requirements of Bankruptcy Rule 6004(a) are satisfied by such notice.

6. Notwithstanding Bankruptcy Rule 6004(h), the terms and conditions of this Order are immediately effective and enforceable upon its entry.

7. The Debtors are authorized to take all actions necessary to effectuate the relief granted in this Order in accordance with the Motion.

8. This Court retains exclusive jurisdiction with respect to all matters arising from or related to the implementation, interpretation, and enforcement of this Order.

Omaha, Nebraska
Dated: July 3, 2019

s/ Thomas L. Saladino
THE HONORABLE THOMAS L. SALADINO
UNITED STATES BANKRUPTCY JUDGE

Exhibit A

Claim No(s).	Creditor	Satisfied as of 6/26
888	Payless Shoesource, Inc.	Yes
762	East E Street Realty, LLC	No
789, 1200	Dent Enterprises	Yes
790	Danecraft, Inc.	Yes
877	Jimco Lamp & Manufacturing	Yes
1026	Tall Tree Imports, LLC	Yes
1183	Comfort Systems UA/Accu-Temp, LLC	Yes
837	Royale Linens, Inc.	Yes
853	Summit Northwest LLC	Yes
787	Resolute Tissue, LLC	Yes
881	TMI, LLC	Yes
872	Fba International USA	Yes
775	Ferrandino & Son, Inc.	Yes
844, 851	2105 Lazelle Street LLC	Satisfied only to the extent specified in Docket No. 1598
690, 1303	Verbatim Americas LLC	Yes
792	Readerlink Distribution Services, LLC	Yes
819	CGP Orofino, LLC	No
818	CGP Canadian, LTD	No
822	CGP Seymour, LTD	No
823	CGSK Tulia, LTD	No

834	Direct Link Sourcing, LLC	Yes
781	KRK Dubuque 847, Inc.	Yes
814	Aspirus Keweenaw Hospital	Yes
882	Upper Great Lakes Family Health Center	Yes
826	SobelWestex, Inc.	No
798	Watertown Shopping Center, Inc.	Yes
863	Cisco Systems Capital Corporation	No
754	Panacea Products Corporation	No
785	Li & Fung (Trading) Limited	No
1105	Xerox Corporation	Yes
1148	Dramm Corporation	Yes
1166	I.J.K. Limited	Yes
1246	iSTAR Jewelry, LLC	Yes
1353	Kforce, Inc.	No
836	Yusen Logistics (Americas) Inc.	No
806	ISACO International	No

Exhibit B

Claim No(s).	Creditor
718	2DF NO. 2, L.C. and Orbit 1, LLC
749	LCN SKO Omaha (Multi) LLC
763	Brian Bass of Friedman Brokerage Company - WI, LLC
793	higi SH LLC
802	Elizabeth Trainor LLC
801	Boise Shopko, LLC, GFS Building, LLC and Foothill Shadows, LLC
844, 851	Column Financial Inc. (with respect to four properties subject to Overleases as specified in Docket No. 1598)
850	3M Company
852	Shopkodell LLC
861	St. Croix Trail, LLC
870	Quincy 28 - 13, LLC
995	SVK Capital, LLC
996, 997	5 G's Corporation
1214	High SH LLC
829, 1089	Hanging Valley Investments, LLC
855	Shopkocam LLC
1006	Peterson Ventures LLC
910	Capview Income & Value Fund IV, LP
1066	CHL Neenah LLC
1067	CHL Winona LLC
1004	Ron's Supermarket, Inc.
927, 1378	Kellogg Shopko Properties, LLC
890	FIDC XXIII, LLC, FIDC XXX LLC, FIDC XXXVI, FIDC 50 LLC
857	IREIT West Bend main, L.L.C.
854, 858	Thompson Associates Corp.
778	Richard Kelly and Colleen Kelly
811	Realty Income Corporation
816	Haile Tekle and Hiwot Tekle
819	CGP Orofino, LLC
833	Lund 144 Center, LLC and Wolf Building Partnership
839	Theodore A. & Evangeline Lilotis, Trustees for the Theodore A. and Evangeline Laliotis 2012 Revocable trust
841	The Christensen Corporation
842	L&S Properties of Webster, LLC
843	L&S Properties of Redfield, LLC
845	L&W Properties of Milbank, LLC
846	Stettinger Enterprises, LTD

847	East Dakota Properties
848	DSJ Acquisition, Inc. D/b/a/ Port Logistics Group
849	R. Lewis & R. Lewis Brillion, Inc.
755	R.A. Bogue Limited Liability Partnership, Richard L. Mau and Donna C. Mau
794	Flintlock Capital, LLC
795	Robin Manitowoc, LLC and Bobo Manitowoc, LLC
796	Robin Menasha, LLC RMD Menasha, LLC E&A Menasha, LLC and Genna Menasha, LLC
823	CGSK Tulia, LTD
831	SFI Limited Partnership 100
879	Menard, Inc.
869	Woods Super Markets, Inc.
889	Davidson Children's Trust 1&2
878, 880	Waste Connections, Inc.
744	DSL Construction and Co-Trustee of the Don Levin Trust
797	JMV Development, LLC
803	Cole SH L'Anse MI, LLC
807	Jubilee Family Investments, LLC
808	Pelstar Kimball, LLC
812	Vereit SH Cokato MN, LLC
815	ARCP SH Broken Bow NE, LLC
817	Vereit SH Webster City IA, LLC
821	Vereit SH Cherokee IA, LLC
824	Vereit SH Ballard UT, LLC
827	Vereit SH Nephi UT, LLC
828	ARCP SH Larned KS, LLC
832	ARCP SH Valentine NE, LLC
838	1st Avenue Self Storage, LLC
864	The Patton Group
876	Woods Super Markets, Inc.
873	Haar Properties LLC
875	Corvalis, WA, LLC
883	Spectrum America Supply Chain Solutions, Inc.
885	City of Clintonville, Wisconsin
866	Salesforce.com, inc.
783	The Hilsinger Company a/k/a Hilco Vision
1373	Beaver Development LLC
800	Brainstorm Products, LLC
797	Robin Ellsworth, LLC